

RODMAN KOBER

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May 5, 2000

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

RECORDATION NO. 12695-K FILED

MAY 12 '00

9-01 AM

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SURFACE TRANSPORTATION BOARD



Dear Secretary:

I have enclosed an original and four counterparts of a notarized Lease Termination from Banc One Arizona Leasing Corporation, which document as described below is to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. This document cancels a recordation that was numbered 12695B by the Interstate Commerce Commission, relating to the following two covered hopper cars, AAR mechanical designation LO, each of which is 5701 cubic feet: DOWX 4179 and 4180.

This cancellation document relates to a rail equipment lease dated December 1, 1980 and recorded with the ICC as of December 31, 1980.

The names and address of the parties to this document are:

Lessor: Bank One Arizona Leasing Corporation, successor to Valley Bank Leasing, Inc., P. O. Box 711095, Columbus, OH 43271-1085.

Lessee: The Dow Chemical Company, 2020 Dow Center, Midland, MI 48674.

A fee of \$26.00 is enclosed (No. 1281, 05-05-00). Please return the originals and any counterparts not needed by the Board for recordation to the undersigned.

The short summary of this document to appear in the Index is: Termination of Memorandum of Railcar Lease, Recordation Number 12695B, 2 covered hopper cars, for the interest of Midwest Railcar Corporation.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Rodman Kober".

Rodman Kober
Counsel for Midwest
Railcar Corporation

Enclosures

cc: Richard M. Murphy

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LEASE TERMINATION

MAY 12 '00

9-01 AM

SURFACE TRANSPORTATION BOARD

The undersigned, Banc One Arizona Leasing Corporation, as successor Lessor hereby releases and terminates the following lease only as to the rail cars listed on the attached Appendix A: LEASE OF RAILROAD EQUIPMENT dated as of December 1, 1980 between THE DOW CHEMICAL COMPANY and VALLEY BANK LEASING, INC. (the "Lease") recorded with the Interstate Commerce Commission on December 31, 1980 receiving recordation number 12695B. This termination shall not terminate or otherwise affect any tax indemnities provided by the Lease or agreements related thereto.

Dated: December 13, 1999

BANC ONE ARIZONA LEASING CORPORATION

By: *Rich Ballantine*

Title: *President & CEO*

State of Ohio)
) ss:
 County of *Franklin*)

On this *16th* day of December, 1999, before me, personally appeared *Richard Ballantine*, to me personally known, who being by me duly sworn, says that (s)he is the *President & CEO* of Banc One Arizona Leasing Corporation, an Ohio banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[seal]

Karen S. Cook
 Signature of Notary Public

My commission expires *May 21, 2004*

APPENDIX A

Equipment: Two (2) 5701 cu ft covered hopper railcars bearing DOWX reporting marks and car numbers as listed below:

4179

4180